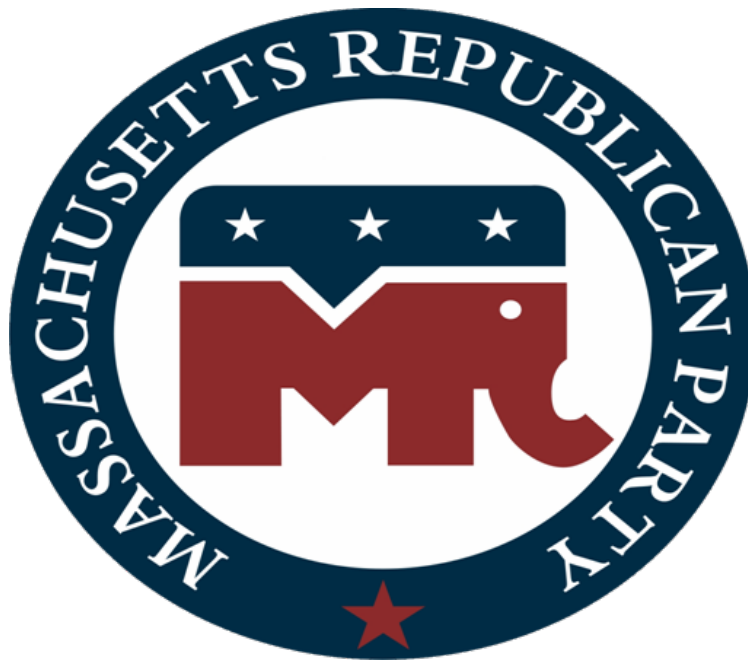


Massachusetts Republican State Committee BY-LAWS



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Jim Lyons, Chairman
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Massachusetts Republican State Committee – By-Laws

PREAMBLE

The Republican Party in Massachusetts shall consist of all enrolled Republican voters in the Commonwealth of Massachusetts. The governing body of the Republican Party in the Commonwealth of Massachusetts shall be the Massachusetts Republican State Committee ("State Committee"). The State Committee shall establish the policies of the Party, provide a central headquarters, give leadership to the city, ward and town committees in electing Republican candidates to office, raise money for the purposes of the Party, and seek new members for the Republican Party.

Consistent with the preamble to the Rules of the National Republican Party, it is the intent and purpose of the State Committee to foster the tenets of the Republican Party as stated in the Platform of the National Republican Party. The Republican Party is the Party of the open door. Ours is the Party of equality of opportunity for all and favoritism for none. It is the intent and purpose of these by-laws to encourage the broadest possible participation of all voters in Republican Party activities at all levels and to assure that the Republican Party is open, accessible to all, and answerable ultimately to the people in the true American tradition.

It is the further purpose of these by-laws to ensure that the Republican Party stands for the principle that we are the Party open to all, we are also the Party of opportunity for all: opportunity for every one of every race, religion, color, national origin, age and sex.

These by-laws provide for full participation with equal opportunity for men and women, for minorities and heritage groups, and for all Americans regardless of age or social or economic status.

These by-laws mandate that the Republican Party shall be a state-wide Party, purposeful and strong in all counties, cities, towns and neighborhoods of the Commonwealth.

These by-laws maintain the Republican Party as an instrument for the political realization of the concept of individual liberty on which our constitutional government is founded.

ARTICLE I: MEMBERS

Section 1. Regular Members.

- (a) Qualifications: The Regular Members of the State Committee shall consist of one man and one woman, each an enrolled Republican pursuant to G.L. c. 52, sec. 1, from each senatorial district in the Commonwealth of Massachusetts, who shall be residents thereof, elected at the presidential primary by plurality vote of the Republican Party members in the district, and such other members who may be elected to fill a vacancy in accordance with the provisions of Section 3 of Article I or removal in accordance with the terms of these by-laws.

- (b) Term of Office: Each Regular Member so elected shall hold office for a period of four (4) years from the thirtieth (30th) day after their election, or in accordance with the provisions of Section 3 hereof.

Section 2. Honorary Members.

- (a) The State Committee may elect as an Honorary Member any Republican Party leader who has given dedicated and distinguished service to the Republican Party in Massachusetts.
- (b) Honorary: All former State Committee members, the current Republican leaders of both branches of the General Court, any current or former Republican United States Senator, Congressman, Republican Governor, shall automatically be Honorary Members.
- (c) Honorary Members are not considered regular members, may not vote, but may address the Committee at the discretion of the State Chair.

Section 3. Vacancies.

When a Regular Member position is vacant by virtue of no member having been elected, or when a Regular Member dies, resigns, changes party registration, is no longer an inhabitant of his or her senatorial district, or is otherwise no longer a Regular Member, the Chair shall take appropriate steps to verify the existence of a vacancy. Upon verification that a vacancy exists, the Chair shall expeditiously fill the vacancy as follows, unless presidential primary elections are to occur within ninety (90) days:

- (a) Notice: The Chair or his designee shall mail a written notice of vacancy to each ward and town committee member in the senatorial district in which the vacancy exists within ten (10) days after verification of such vacancy. Said notice shall state that a vacancy exists for the State Committee man or woman in that district, and identify the location, time and date for a caucus to fill the vacancy.
- (b) Time: The caucus to fill the vacancy shall be held no earlier than fifteen (15) days, and no later than forty-five (45) days, after the notice of vacancy is mailed to ward and town committee members.
- (c) Caucus Procedure: The Chair of the State Committee, or a Regular Member designated by the Chair, shall conduct the caucus. A quorum shall consist of twenty-five (25) persons, or 20% of the total membership of the organized ward and town committees in the district, whichever is smaller. In the event of a failure of a quorum, a call to a second caucus shall be issued, to be held within thirty (30) days after the first caucus. If a second caucus fails to produce a quorum, the State Committee may, at its next meeting, elect a person to fill the vacancy. In conducting the caucus, the nominations shall be made and seconded for each caucus candidate. After nominations are closed, each nominee shall be given an opportunity to address the caucus for no more than three (3) minutes. At the conclusion of candidate presentations, a vote shall be taken by secret ballot. Only ward and town committee members present are eligible to vote; the list of ward and town committee members filed with the State Office of Campaign and Political Finance pursuant to G.L. c. 52, sec. 5, as of the date of the

notice of the caucus was post-marked, shall be conclusive in determining eligibility to vote. Any individual who is aggrieved by this and claims to be eligible to vote in the caucus may vote on a provisional ballot to remain separate from the normal ballots. In the event the number of provisional votes could change the result of the caucus, the provisional ballots will be presented to the state committee at its next meeting, which will then decide whether each provisional ballot is valid or invalid and add those to the total of normal votes at the caucus to determine the winner.

- (d) Ratification: The result of the caucus shall be announced at the next meeting of the State Committee. If the Committee is satisfied with the procedure of the caucus, the State Committee shall ratify the election of the caucus winner. If the Committee is not satisfied with the procedure, a new caucus may be called pursuant to paragraphs (a) through (c) of this section.

ARTICLE II: DUTIES OF MEMBERS

Section 1. Authority of Regular Members.

The Regular Members of the State Committee shall be the legislative branch of the Massachusetts Republican Party. The Regular Members shall have the power to elect and remove the officers and Executive Committee of the State Committee in accordance with these by-laws, to set policy for the Republican Party in Massachusetts, to serve as members on standing and special committees of the State Committee as may be designated by the State Chair or Regional Chair, to review, oversee and approve the budget of the State Committee, to adopt rules or resolutions consistent with these by-laws pursuant to G.L. c. 52, sec. 10, to further the interest of the Republican Party, and to represent all enrolled Republicans, and ward, town and city committees, in the senatorial district from which they are elected. It shall be the obligation of each Regular Member to provide the Chairman or his designee with accurate personal contact information including an e-mail address, mailing address and phone number and to notify the Chairman or his designee immediately when there are changes to such information. It is understood that the notice required by these rules shall be sent to the e-mail address provided by the member and that accurate contact information is essential so that the public may contact members. Notices required by these by-laws shall be sent to regular members via e-mail, unless a regular member requests to the chair or secretary that notices be sent to that member by regular mail.

Section 2. Political Activity of Members.

No Regular Member of the State Committee, nor a Regular or Associate member of a ward or town committee, shall in any way serve the interests of any political party or sponsor or endorse any candidate of a political party other than the Republican Party in connection with any partisan election or primary in which there is a Republican candidate. Failure of a Regular Member of the State Committee or of a Regular or Associate member of a ward or town committee to comply with the foregoing standard shall subject such person to such sanctions as may be imposed by the Committee involved, which may include a request for the resignation of that Regular or Associate Member or a vote of censure. Notwithstanding the foregoing, nothing shall preclude a Regular Member of the State Committee, or a Regular or Associate Member of a ward or town

committee, to support an unenrolled candidate if there is no declared Republican candidate for any partisan election or primary. Furthermore, notwithstanding the foregoing, nothing shall preclude a Regular Member of the State Committee, or a Regular or Associate Member of a ward or town committee, from supporting any candidate in a nonpartisan municipal election. Complaints by a Regular member under this section shall be referred to the Executive Committee which promptly shall invite the involved members to attend and shall issue a recommendation with an explanation to the full state committee.

Section 3. Expulsion of Members for Felony Convictions.

Any Regular Member convicted of a felony after election to the State Committee shall be automatically expelled from the State Committee without the need for any further action immediately effective upon such conviction, and the seat declared vacant as provided for in Article I, Section 3. Each Regular Member shall have the affirmative duty to inform the Chairman in writing immediately upon his conviction of a felony; provided that the failure of a Regular Member to so notify the Chairman in writing shall not delay, prevent or restrict the expulsion of such Regular Member from the State Committee in accordance with this Section 3. Nothing in this provision limits the State Committee's authority to discipline its members as it sees fit in accordance with these by-laws and the laws of the Commonwealth of Massachusetts.

Section 4. Local Committee Operations.

(a) Organization: Regular Members shall assist city, ward, and town committees to organize pursuant to M.G.L. c. 52, section 4. The State Committee shall adopt a policy for organizing town, ward and city committees that fail to organize or that have failed to be elected according to M.G.L. c. 52, section 4. For the purpose of this section, a list of local committee members' names and addresses filed with the State Secretary's Office, pursuant to G.L. c. 52, sec. 5, shall be conclusive for determining whether a local committee is organized.

(b) Operations: Each Regular Member of a district is individually responsible for advising and assisting the local committees in his / her district. Each Regular Member shall periodically attend business meetings of the local committees in his or her district. The State Chair shall have jurisdiction over all disputes regarding local committee operations and the Chair's decision shall be binding on all parties. Regular Members shall work with State Committee personnel to assure local committee activity in:

- (i) recruiting candidates for partisan and non-partisan local, county and state public office;
- (ii) acting as a standing campaign committee to assist Republican candidates for partisan and non-partisan local, county and state public office;
- (iii) raising funds at the local level to further local committee efforts and to aid Republican candidates;
- (iv) identifying newly-registered Republicans at the local level and soliciting their participation in the local committee;
- (v) organizing registration drives and getting out the vote;

- (vi) providing local newspapers with favorable news releases and letters to the editor;
 - (vii) organizing meetings, rallies, seminars and social events;
 - (viii) assuring the preparation and adoption of local committee by-laws consistent with these by-laws;
 - (ix) such other matters as may be determined by the State Chair or his designee.
- (c) Oversight: Each Regular Member shall have oversight, together with the Regional Chair, of all local committees in their district. For purposes of this section, oversight means ensuring that the requirements of this section 4 are being implemented. Nothing in this section shall limit the power of the State Chair regarding operation of local committees. Neither the State Chair, the Regional Chair nor any member or employee of the State Committee shall have any control over contributions by any local committee to any Republican candidate or to any other Republican political committee. Provided that a town, ward, or city committee have organized pursuant to Section 4(a), the following provisions shall apply:
- (i) Meetings: Each local committee shall furnish at least (10) ten days written notice of its regular meetings to its full membership and to the Regular Members of the state committee of its district. In the event that a local committee fails to meet within a three (3) month period or is dissolved by operation of law, either Regular Member of the district shall so report to the Regional Chair. The Regional Chair and either Regular Member of the district or both Regular Members of the district may then jointly issue a notice of special meeting to all members of the local committee, and either shall preside over that meeting. For the purpose of this section, a local committee shall be deemed to have met only if both Regular Members and the State Chair receive advance notice of the meeting from the local committee. The State Chair shall have independent power to call a special meeting of any local committee upon notice to its members and to the Regional Chair and Regular Members in whose district the committee is located.
 - (ii) Membership: In the event that five (5) or more local committee membership positions are vacant for more than three months, either Regular Member or the Regional Chair may notify the local committee Chair to fill the vacancies. Both Regular Members and the Regional Chair shall receive an advance copy of the notice to the local committee Chair. In the event that five (5) or more vacancies exist on the local committee three (3) months after such notice, the Regional Chair or either Regular Member may appoint members to fill such vacancies, and shall notify the State Committee and State Secretary's Office of such appointments pursuant to G.L. c. 52, sec. 5. The State Chair shall have jurisdiction over any disputes arising under this section, and the Chair's decision shall be binding on all parties.
 - (iii) Local Chairs: In the event that (a) a local committee Chair fails to call a meeting within a three (3) month period, or (b) if a local committee endorses a non-Republican in a partisan election, or (c) if good cause exists as determined by a majority of the Regional Committee in which the local committee is located; the

Regional Chair and either Regular Member of the district or both regular members of the district may jointly act as ex-officio moderators of the local committee for such time as they deem necessary. Nothing in this section shall limit the power of the State Chair to call a special meeting of a local committee, at which the State Chair or his designee shall act as ex-officio moderator of the local committee. Any local committee or local committee Chair aggrieved by such receivership may appeal to the State Chair, whose decision shall be binding on all parties.

Section 5. Conflict of Interest Policy

At the first meeting of the State Committee of each calendar year, the Chair shall propose a Conflict of Interest Policy to be approved by a majority vote of the State Committee.

ARTICLE III: OFFICERS

Section 1. Officers Defined.

The officers of the State Committee shall consist of a Chairman ("Chair"), Vice Chairman ("Vice Chair"), Treasurer, Assistant Treasurer, Secretary, Assistant Secretary, National Committeeman, National Committeewoman. The Chair, National Committeeman and National Committeewoman may be, but need not be, Regular Members. The Vice Chair, Treasurer, Assistant Treasurer, Secretary and Assistant Secretary shall be Regular Members. No person shall concurrently hold more than one (1) officer's position on the State Committee. Prospectively from the adoption of these By-laws, no person shall serve as Chair, Vice Chair, Treasurer, Assistant Treasurer, Secretary, or Assistant Secretary in the same office for more than two consecutive four-year terms or, in the case of the Chair, four consecutive two-year terms.

Section 2. Election.

(a) Procedure: All officers of the State Committee, except the Chair, shall be elected separately, by secret ballot, by the Regular Members present and voting at the organizational meeting of the State Committee, or at a meeting called to fill a vacancy of an officer's position. Only Regular Members may place in nomination the names of candidates for office. The Chair shall be elected, by secret ballot, at the January meeting following each presidential and gubernatorial November election, and the Chair's continued term of office shall be ratified by the successor State Committee at the organizational meeting of the successor State Committee. The election to each office shall be by majority vote. If no candidate receives a majority on any round of voting, the "low man out" rule shall prevail, and voting shall continue until one (1) candidate receives a majority vote, and is thereby elected. There shall be no nominating committee appointed in connection with the election of officers of the State Committee; all nominations shall be made by regular members in attendance. Complete procedures can be found in Appendix 2.

(b) Term of Office: All officers, except the Chair, shall be elected for a four (4) year term from the date of their election, and shall hold office until their successors are elected. The Chair shall be elected for a two (2) year term from the date of his election, and shall hold office until his successor is elected. The term of office of any officer shall not in any event extend beyond

the term of office of Regular Members, except that the continued term of the Chair may be ratified in accordance with section 2 of this Article.

Section 3. Removal.

- (a) Procedure: Any officer, with the exception of the National Committeeman and National Committeewoman, may be removed without cause by a two-thirds (2/3) vote of Regular Members present and voting, provided that at least fifty-four (54) members are present. The National Committeeman and National Committeewoman may be removed consistent with the rules of the National Republican Party.
- (b) Notice: The notice for any meeting at which an officer may be removed shall state the officer's name, title and give notice of the removal vote; failure to give such notice shall nullify any removal vote taken at that meeting. No officer shall be removed without first being given the opportunity to address the State Committee prior to the removal vote.
- (c) Candidacy of Chair: The declaration by the Chair of his or her own candidacy for any state-wide or federal public office shall constitute an automatic resignation from office by the Chair.

Section 4. Vacancies.

If any office listed in Section 1 becomes vacant for any reason, such office shall be filled at the next meeting of the State Committee, and such purpose shall be included in the notice of the meeting. Successor officers shall be elected in the same manner as provided in Section 2(a). The Vice Chair, Assistant Treasurer or Assistant Secretary shall not automatically fill any vacant office of the Chair, Treasurer or Secretary, respectively, but shall exercise the duties and powers described in Article IV until the successor officer is elected.

Section 5. National Committee Members.

The National Committeeman and National Committeewoman shall be nominated by the newly-elected State Committee in the presidential election year prior to the National Convention, consistent with the rules of the National Republican Party. The procedure for nomination shall be the same as that provided for election of officers in Section 2, Article III. The State Committee shall notify the Chair of the Massachusetts delegation, and each delegate, of the State Committee's nominees for National Committeeman and National Committeewoman, and the delegation shall be instructed to place said nominees before the National Convention for election without revision or substitution.

Section 6. Appointed Officers.

The Chair shall appoint each of the following appointed officers. Each appointed officer shall be an enrolled member of the Republican Party residing in the Commonwealth of Massachusetts.

- (a) General Counsel: The General Counsel shall be a member of the Massachusetts Bar, and shall provide legal advice and representation to the State Committee. The General Counsel

shall attend such meetings of the State Committee and Executive Committee as requested by the Chair or his designee. The General Counsel shall not receive compensation, except under the terms and conditions of employment as may be determined by the Executive Committee. The General Counsel may appoint, subject to approval of the Chair, Deputy General Counsel, Associate General Counsel and Assistant General Counsel as he deems necessary to assist him in the performance of his duties.

- (b) **Parliamentarian:** The Parliamentarian shall attend all regular and special meetings of the State Committee, and advise the officers and Regular Members with respect to parliamentary procedure.
- (c) **Sergeant-at-Arms:** The Sergeant-at-Arms shall be responsible for assuring order at all regular and special meetings of the State Committee and at the State Convention shall assist in counting standing votes of the State Committee and shall otherwise maintain order to the extent directed by the Chair as allowed by law. The Sergeant-at-Arms shall have the authority, subject to approval of the Chair to appoint Deputy Sergeants-at-Arms as may be necessary to assure the orderly conduct of regular and special meetings.

ARTICLE IV: DUTIES OF OFFICERS

Section 1. Chair.

The Chair of the State Committee shall be the Chief Executive Officer of the State Committee and shall have general supervision of all its work. The Chair, or his / her designee, has the exclusive authority to appear before the General Court or its committees to represent the State Committee or state its position. The Chair shall call meetings of the State Committee at least quarterly and shall preside at all such meetings. The Chair shall be a voting member of all standing and special committees. The Chair shall have the power to break any tie vote of the State Committee, except when electing officers of the State Committee, whereupon the provisions of Article III Section 2 shall control.

The Chair may be salaried under such terms and conditions of employment as the Executive Committee shall from time to time determine. Subject to the prior advice and consent of the Executive Committee, he or she may appoint, and if he or she is not serving in a full-time capacity shall appoint, an Executive Director and a Finance Director, under such terms and conditions of employment as may be determined by the Executive Committee.

The Chair shall have the authority to appoint persons to such standing and special committees or subcommittees pursuant to Article VI.. A majority of those appointed must be regular members of the State Committee. This provision in no way affects the provision contained in the last sentence of Article VI which provides that only regular members of the state Committee may vote concerning the business of the standing committees created in Article VI. The Chair shall have the authority to approve or disapprove all expenditures; to hire or contract with such personnel as are reasonably necessary to operate the State Committee offices, assist local and regional operations, and to administer Party affairs, subject to approved budgets and provided that employees are not members of the State Committee or the spouses or children of members, except that independent contractors shall not be subject to this prohibition; and to exercise such

powers and duties not elsewhere delegated as are necessary to further the interest of the Republican Party in the Commonwealth of Massachusetts.

Notwithstanding anything to the contrary, the Chair shall not execute any contract that is not co-terminus with his or her term.

The Chair shall also have the authority to appoint, with the approval of the Executive Committee, one (1) or more Deputy State Chairmen whose term of office shall be co-terminus with that of the Chair, and who shall assist him in such manner as he shall deem necessary.

The chair shall notify the state committee within 48 hours of the appointment of state party staff, Appointment of General Counsel, Appointment of Parliamentarian, Appointment of Sergeant-at-Arms, Appointment of Deputy Chair, or Appointments to the executive committee.

Section 2. Vice Chair.

The Vice Chair of the State Committee shall have, in the event of the resignation, removal, or incapacity of the Chair, all of the duties and powers of the Chair until a successor Chair is elected by the State Committee. The Vice Chair shall be responsible for overseeing, promoting and insuring the effectiveness of the standing committees of the State Committee. The Vice Chair shall be an ex-officio member of each standing committee and may be a voting member of such committees as appointed by the State Chair. The Vice Chair shall have such additional powers as may be determined by the Chair.

Section 3. Secretary.

The Secretary shall keep the minutes of all meetings of the State Committee and the Executive Committee, and send copies of same to all Regular Members no later than the notice of the next State Committee meeting. The Secretary may designate a recording secretary to record and transcribe meeting minutes, subject to approved budgets. All minutes and records of roll call votes shall be kept on file at the State Committee headquarters, and shall be open for inspection by State Committee members during regular business hours. The Secretary, or his / her designee, shall also keep and modify as necessary a master calendar of Party and State Committee events.

The Secretary shall comply with all applicable laws regarding filing of membership lists with the State Secretary's Office, and shall keep ward and town committees advised as to the membership of and changes in the membership of the State Committee. In the event of the resignation, removal or prolonged absence or incapacity of the Chair and Vice Chair, the Secretary shall perform the duties and have all the powers of the Chair until a successor Chair is elected.

Section 4. Assistant Secretary.

In the event of the resignation, removal, prolonged absence or incapacity of the Secretary, the Assistant Secretary shall perform the duties and have all the powers of the Secretary until a successor Secretary is elected. The Assistant Secretary shall have such other duties as may be from time to time assigned by the Secretary or the State Chair.

Section 5. Treasurer.

The Treasurer of the State Committee shall be the custodian of all funds of the State Committee including internal State Committee accounts, and shall be responsible for the maintenance of detailed books of accounts of all monies received and paid in accordance with generally accepted accounting principles. The Treasurer shall also be responsible for complying with any campaign or political finance laws, including preparation and filing of all necessary reporting documents. The Treasurer shall give reports to the State Committee of the financial state of the treasury at each regular meeting. The Treasurer shall have responsibility for authorizing approved payments from State Committee funds within the limits of the total budget. In the absence or unavailability of the Treasurer, but with the Treasurer's knowledge, the Assistant Treasurer shall have the power to make such payments.

The Treasurer and Assistant Treasurer and all State Committee personnel whose duties involve the collection, disbursement or accounting for State Committee funds shall be bonded in an amount determined by the Executive Committee and the State Committee shall pay any premium for such bond. No person other than the Treasurer and Assistant Treasurer shall have authority to make payments from State Committee funds.

Section 6. Assistant Treasurer.

In the absence or unavailability of the Treasurer, the Assistant Treasurer shall perform the duties and have all the powers of the Treasurer until a successor Treasurer is elected. Additionally, the Assistant Treasurer shall have such other duties as may be from time to time assigned by the Treasurer or the Chair.

Section 7. Republican Primaries.

Unless approved by two-thirds (2/3) majority vote of the entire Executive Committee, neither the State Chair nor any person employed by the State Committee, shall assist, aid or publicly endorse any candidate in favor of another candidate in either a contested Republican primary or in any contested election for office within the State Committee. Violation of this section shall constitute grounds for removal of the State Chair or employee. Providing a primary candidate has received the approval of the Executive Committee as set forth in the first sentence of this section, nothing in this section shall prohibit such primary candidate from receiving campaign funds, provided that such funds are approved and disbursed pursuant to all other provisions of these by-laws. Nothing in this section shall prohibit any other Regular Member of the State Committee from endorsing a candidate in a Republican primary or State Committee election.

Section 8. Prohibition on the Use of State Committee Communications; Appearance Before General Court.

No officer or member of the State Committee shall use official State Committee stationery in a communication or any printed or electronic facsimile thereof that endorses any candidate in a contested Republican primary, or in any contested election for the State Committee except as

provided in Section 7 of this Article. Official State Committee stationery shall include any printed or electronic letterhead, website, e-mail, text, tweet or similar communication that states it is from, hosted by, or on behalf of, the Massachusetts Republican State Committee, the Massachusetts Republican Party, the Massachusetts GOP, or the MassGOP. No officer of the State Committee, as such, shall endorse or oppose any piece of legislation before the General Court, with the exception of the Chair as provided in Section 1 of this Article.

ARTICLE V: STATE COMMITTEE MEETINGS

Section 1. Organization.

The Regular Members of the State Committee elected at the presidential primary shall meet for the purpose of organization as provided by G.L. c. 52, sec. 1.

The organizational meeting shall be held no sooner than thirty (30) days after the presidential primary and no later than forty (40) days after the presidential primary. The organizational meeting shall be called by the Chair. The Chair shall call the organizational meeting to order, and shall appoint a Secretary pro tem until the permanent Secretary is elected then call for the adoption of these by-laws, as may be amended.

Within ten (10) days after the organizational meeting, the Secretary of the State Committee shall file with the State Secretary's Office and send to each Regular State Committee member, a list of the members of the State Committee and its officers with contact information. Within ten (10) days after each change of officers or Regular Members of the State Committee, the Secretary of the State Committee shall file supplemental reports with the State Secretary's Office and to each Regular Member of the State Committee.

Section 2. Meetings.

There shall be a minimum of four (4) regular meetings of the State Committee yearly, to be held quarterly, and such additional special meetings as the Chair may deem necessary or as may be called by petition of the Regular Members. On or before December 31 of the year previous, a schedule indicating the time of the said regular meetings shall be emailed or mailed to each Regular Member.

Section 3. Call of Meetings.

(a) Notice: All State Committee meetings shall be called by the Secretary acting under instructions of the Chair. Notice of each State Committee meeting shall be emailed or mailed to each Regular Member, Officer, and appointed Officers of the State Committee at least ten (10) days before the date of such meeting. An agenda for the meeting shall be mailed or emailed with the notice.

(b) Request for Agenda Items: Upon receipt by the Secretary no less than fourteen (14) days prior to the State Committee meeting of a request signed by ten (10) or more Regular Members asking that an item be placed on the agenda of the next regularly scheduled meeting of the State Committee, the Secretary shall place, or cause to be placed, the requested item on the agenda.

- (c) Petition: If thirty (30) or more Regular Members sign or cause to be affixed a single written petition in the form(s) referred to in section (c) below, which may be mailed or electronically submitted, to call a special meeting of the State Committee, the Secretary of the State Committee shall hold a special meeting within thirty (30) days of the receipt of the petition. The petition shall state the purpose of such meeting. This section shall not restrict the State Committee from discussing, not deciding, additional business at any special meeting.
- (d) Request for a Special Meeting [See Appendix Form I]: The request form shall contain the following language: The undersigned (30 minimum) members of the State Committee wish to call a "Special Meeting." Members must be notified ten (10) days in advance of the meeting after each signature has been verified by telephone. The meeting must be held within thirty (30) days of receipt of this form by the Secretary of the State Committee.

Section 4. Quorum.

A quorum for all business shall consist of no fewer than forty (40) Regular Members, although less than such number can act to adjourn a meeting.

Section 5. Participation.

The Chair may designate separate seating areas for Regular Members, Honorary Members and non-members. Non-members may address the State Committee only with the State Committee's consent. The State Committee may exclude non-members from the meeting in order to discuss confidential matters.

Section 6. Voting.

All votes shall be by voice vote except as provided herein. Upon request of any regular member, voting shall be by a show of hands. A roll call vote shall be ordered when requested by ten (10) regular members present at a meeting. A secret ballot, when requested by a majority of the regular members present and voting at a meeting, will take precedence over all other forms of voting. Unless otherwise specified, all votes shall be by majority of regular members present and voting. Endorsement of candidates by the State Committee in the state Republican primary shall be by two-thirds vote. All resolutions for adoption by the State Committee shall be submitted in writing to the secretary before a vote is taken.

Section 7. Parliamentary Authority.

These by-laws and any procedural rules, consistent with the by-laws, adopted by majority vote of the State Committee shall govern all proceedings of the State Committee and its standing and special committees. The most current edition of Roberts Rules of Order Newly Revised shall govern all such proceedings, to the extent it is not in conflict with these by-laws or any such procedural rule.

ARTICLE VI: STANDING COMMITTEES

Section 1. Appointment.

The Standing Committees of the State Committee shall be an Executive Committee, a Budget Committee, a Candidates Committee, a Finance Committee, an Issues Committee, a Public Relations Committee, a Committee on Registration and Membership, and a By-Laws Committee, consisting of Regular Members and other persons appointed by the State Chair. In making such appointments, the State Chair shall, as nearly as practicable, consider members' interests, regional diversity and the need for full membership on all standing committees. The Chair of each State Standing Committee shall be appointed from the list of regular members by the State Chair and shall serve at his pleasure. With the exception of the Executive Committee, all members of a standing committee may participate in their respective committee meeting, but only Regular Members may vote.

Section 2. Executive Committee.

- (a) Membership: The Executive Committee of the State Committee shall consist of the following voting members: the State Chair; Vice Chair; Secretary, or, in the absence of the Secretary, the Assistant Secretary; Treasurer, or, in the absence of the Treasurer, the Assistant Treasurer; the Chairmen of each of the standing committees; the Regional Chairmen of each of the five (5) State Committee Regions; the Republican National Committeeman and National Committeewoman; Republican statewide constitutional officers or their delegates; the Republican leader of the state Senate or delegate; the Republican leader of the state House of Representatives or delegate. The following persons shall be non-voting: any Republican Congressman or delegate; any Republican U. S. Senator or delegate and the General Counsel to the State Committee. The Chair, Vice Chair and Secretary of the State Committee shall serve as Chair, Vice Chair and Secretary of the Executive Committee respectively, but the Chair may appoint from the Regular Membership of the State Committee a Chair of the Executive Committee who shall serve at the pleasure of the State Chair.
- (b) Duties: The Executive Committee shall meet at the call of the Chair and shall have such meetings between the regular meetings of the State Committee and shall exercise all the powers of the State Committee except the following: Election of State Committee members; election and removal of officers; adoption of budgets; or other action specifically required by law or these by-laws to be exercised by the vote of the entire State Committee. The Executive Committee shall not endorse a candidate for office in the state Republican primary, except in case of the death, disqualification as a matter of law, or incapacity of other candidates for the same office. The Executive Committee shall, between meetings of the State Committee, carry out the policies established by vote of the State Committee. By November 30 of each year the Executive Committee shall hire a certified public accountant to annually audit the State Committee finances. No later than March 1, the State Chair shall submit the audit statement prepared by the auditor to the State Committee. The Executive Committee may periodically conduct performance reviews of State Committee staff personnel, and inform the State Chair of its recommendations. Executive Committee minutes shall be sent to all Regular Members except for matters discussed in Executive Session.
- (c) Executive Sessions of the Executive Committee. Executive Sessions: The State Chair may declare an Executive Session at any meeting of the Executive Committee.
- (d) Voting: Every voting member shall have one (1) vote. There shall be no proxies.

- (e) Campaign Finance: The Executive Committee shall assure that no funds shall be disbursed to any candidate who does not run as a Republican.
- (f) Executive Committee meetings may be held by telephone conference or video conference, provided that it is indicated in the notice of the meeting and that the technology used allows the members full access to and full participation in all meeting transactions and allows for simultaneous deliberations.

Section 3. Budget Committee.

- (a) Membership: The Budget Committee shall consist of the Committee Chair, the State Chair, Vice Chair and Treasurer, the Chair of the Finance Committee and one (1) member elected by and from each of the five (5) State Committee Regions. All such members shall have a vote.
- (b) Duties: The Budget Committee shall meet no later than October 15 for the preparation of the annual operating budget, to be submitted to the State Committee for approval by January 31 in each year. This budget shall be the basic planning document of the Party for the calendar year and shall include estimates of income, costs of fund-raising and proposed expenditures subdivided into proposed activities, including the total amount proposed to be set aside for candidates. The purpose of the Budget Committee shall be to assure that the budget has been prepared in accordance with generally accepted accounting principles, that the information provided in the budget is complete, and that the Regular Members understand the budget in advance of its approval. The Budget Committee shall have general oversight powers with a continuing function to meet from time to time to review the implementation of the approved budget and to review and submit for State Committee approval supplemental budgets as necessary for the operation of the State Committee.

Section 4. Candidates Committee.

- (a) Membership: The Candidates Committee shall consist of the Committee Chair, the State Chair (or his/her designee), one (1) member elected by and from each of the five (5) State Committee Regions, and five additional members appointed by the State Chair.
- (b) Duties: The Candidates Committee shall be responsible for recruiting, training and assisting Republican candidates for all elective offices in the Commonwealth.

Section 5. Finance Committee.

- (a) Membership: The Finance Committee shall consist of the Committee Chair, the State Chair (or his/her designee), one (1) member elected by and from each of the five (5) State Committee Regions, and five additional members appointed by the State Chair. The Finance Committee members may elect an Executive Board, which shall include the Finance Chair, Treasurer and State Chair, to exercise the powers of the Finance Committee between meetings of the Committee.
- (b) Duties: The Finance Committee shall raise money for the State Committee, and shall seek to raise at least the amounts necessary to fund the annual operating budget of the State

Committee, subject to state and federal campaign finance laws. It shall establish and assign equitable fundraising quotas to the local and regional committees, and may establish financial agreements with Republican organizations.

- (c) Subcommittees: The Finance Committee may establish subcommittees, comprised of Finance Committee Members, whose chair and members shall be appointed by the Finance Chair. Such subcommittees may include a Key Club subcommittee, a Business and Professional subcommittee, a Special Events subcommittee, and a Cities and Towns subcommittee whose responsibility shall be to coordinate fundraising activities with ward, town and city committees.

Section 6. Issues Committee.

- (a) Membership: The Issues Committee shall consist of the Committee Chair, the State Chair or his/her designee), one (1) member elected by and from each of the five (5) State Committee Regions, and five additional members appointed by the State Chair. The Chair of the Issues Committee may organize the committee in any way he finds effective, and may invite relevant guests to any meeting of the committee.
- (b) Duties: The purpose of the Issues Committee is to encourage and promote issues activity throughout the Party, to the end that the Party is constantly considering and discussing its goals and basic principles. The Committee may conduct hearings in various regions of the Commonwealth to obtain comments and viewpoints from Party members and these should be publicized. It should invite new voters and Republicans to participate. The Issues Committee may also invite legislators, witnesses and guests to any meeting of the committee

The State Issues Committee should propose particular questions for discussion and debate, with a view toward determining true Party principles with the participation of as many Party members as possible.

Section 7. Public Relations Committee.

- (a) Membership: The Public Relations Committee shall consist of the Committee Chair, the State Chair (or his/her designee), one (1) member elected by and from each of the five (5) State Committee Regions, and five additional members appointed by the State Chair.
- (b) Duties: It shall be the function of the Public Relations Committee to foster, promote and develop Republican proposals and Republicanism in order to inspire the Party members, and to advise the Party leadership as how best to present the Republican story to the public. The committee shall recommend and supervise statewide publicity, provide proposed media releases, develop data on incumbent Democrats, and shall be responsible for monitoring and responding to news articles, letters to the editor and editorials at the state and regional level.

Section 8. Registration and Membership Committee.

- (a) Membership: The Committee on Registration and Membership shall consist of the Committee Chair, the State Chair (or his/her designee), one (1) member elected by and from

each of the five (5) State Committee Regions, and five additional members appointed by the State Chair. The Chair of the Committee on Registration and Membership may organize the Committee in any way he finds effective.

- (b) Duties: It shall be the function of the Registration and Membership Committee to encourage and promote local and regional efforts, to review the condition of local election machinery, including clerks, wardens and election commissioners, and to monitor program implementation at the state and regional levels.

Section 9. By-Laws Committee.

- (a) Membership: The By-Laws Committee shall consist of the Committee Chair, the State Chair (or his/her designee), one (1) member elected by and from each of the five (5) State Committee Regions, and five additional members appointed by the State Chair.

- (b) Duties: The purpose of the By-Laws Committee is to draft, review and make recommendations to the State Committee from time to time with respect to local, regional and State Committee by-laws, charters and party organization.

Section 10. Committee Meeting Procedure.

A quorum for the conduct of business by each committee, whether standing or special, shall be a majority of the voting members of such committee. The meetings of each committee shall be called by the Chair of the committee, the State Chair or Vice Chair, or 25% of the members of the committee. Written notice of each meeting shall be distributed to each member at least five (5) days before the date of such meeting, and if special or unusual business is to be considered, a statement thereof shall be contained in the notice.

Meetings of Standing, Special, Regional and Sub-committees may be held by telephone conference or video conference, provided that it is indicated in the call of the meeting and that the technology used allows the members full access to and full participation in all meeting transactions and allows for simultaneous deliberations.

Section 11. Committee Reports.

All committees mentioned in Sections 1 through 8 of this Article shall meet at least twice per calendar year and shall provide the State Committee with a verbal or written report of their activities at each regular meeting of the State Committee. Such committees shall report directly to the State Chair and/or Executive Director, as may be requested. The Regional Chairmen shall report the activities of the regional standing committees at each regular Executive Committee meeting. Regular Members may ask questions or make comments during each committee's report. No vote of the State Committee shall be required to accept a committee report, unless the committee makes a proposal requiring approval of the State Committee.

Section 12. Special Committees.

The State Committee may establish special committees to accomplish specific purposes. In so establishing a special committee, the purpose of the committee, the membership of the committee, duration, and appointing authority may be established.

ARTICLE VII: REGIONAL ORGANIZATION

Section 1. State Committee Regions

In order to provide the State Committee and the Massachusetts Republican Party with a strong and effective regional organization, Massachusetts shall be divided into five (5) Regions each containing certain State Senate districts as follows:

Region One: Berkshire, Hampshire, Franklin & Hampden; First Hampden & Hampshire; Hampden; Hampshire, Franklin & Worcester; Second Hampden & Hampshire; Worcester, Hampden, Hampshire & Middlesex.

Region Two: First Middlesex; First Worcester; Middlesex & Worcester; Norfolk, Bristol & Middlesex; Second Middlesex & Norfolk; Second Worcester; Third Middlesex; Worcester & Middlesex; Worcester & Norfolk.

Region Three: Fifth Middlesex; First Essex; First Essex & Middlesex; Fourth Middlesex; Second Essex; Second Essex & Middlesex; Second Middlesex; Third Essex.

Region Four: Bristol & Norfolk; First Middlesex & Norfolk; First Suffolk; First Suffolk & Middlesex; Middlesex & Suffolk; Norfolk & Suffolk; Norfolk, Bristol & Plymouth; Second Suffolk; Second Suffolk & Middlesex.

Region Five: Cape & Islands; First Bristol & Plymouth; First Plymouth & Bristol; Norfolk & Plymouth; Plymouth & Barnstable; Plymouth & Norfolk; Second Bristol & Plymouth; Second Plymouth & Bristol.

Section 2. Regional Organization.

- (a) Regional Chair: There shall be a Regional Chair and Regional Vice Chair for each Region, both of whom shall reside in their Region and be Regular Members of the State Committee. Each shall be elected by majority vote of the State Committee members residing in his Region at the next meeting after the organizational meeting of the State Committee. If there is more than one (1) candidate and no candidate receives a majority vote, the "low man out" rule prevails and voting shall be repeated until one (1) candidate receives a majority vote for each position. The Regional Chairs and Regional Vice Chairs shall be elected for a two-year (2) term from the date of their election and shall hold their respective offices until their successors are elected. The Regional Chairs shall be responsible for organizing and implementing Party operations at the regional level, and coordinating the activities of local committees in furtherance of Party interests.

Regional Committee:

- (i) **Membership:** The Regional Committee shall consist of the Regional Chair, Regional Vice Chair, and each Regular Member residing in the Region. The State Chair, or his/her designee, shall be an ex-officio member of each Regional Committee.
- (ii) **Meetings:** The Regional Committee shall conduct regular meetings as determined by the Regional Chair, and shall conduct special meetings upon notice by the State Chair. Meetings shall take place in the region, or via electronic conference, or at the same venue and immediately before, during, or after a meeting of the state committee.
- (iii) **Purpose:** The purpose of the Regional Committee shall be to act as a liaison between local committees and the State Committee, to assist State Committee personnel in implementing political activities at the local level, and to recruit and assist Republican candidates for public office at the regional level and state legislative level.

ARTICLE VIII: REPUBLICAN CHARTERED ORGANIZATIONS

Section 1. Use of the Word "Republican."

No person, committee, association or organization ("organization") shall use the word "Republican" or other designation synonymous therewith as a part of its name, or as part of its acronym, or otherwise represent itself to be an organization affiliated with the State Republican Party or the State Committee, without having annually applied for and received a charter or permit from the Republican State Committee, pursuant to G.L. c. 56, sec. 40. The State Chair shall send notice to any chartered or permitted organization that their status as such is at risk of being revoked for failure to submit an annual application and they do not do so within thirty (30) days of said notice's postmark. The Executive Committee shall have the power to enforce this section by referring violations to the state Attorney General's office for civil and criminal sanctions.

- (a) **General Procedure:** Prior to January 15 of each year, any organization which wishes to receive a charter or permit shall make a written (not including e-mail) request to the State Chair stating the proposed name of the organization; the names, addresses, telephone numbers and e-mails of officers; a list of members' names, addresses, telephone numbers and e-mails; a statement of purpose of the organization; identifying the depositor bank and account number in which the organization's treasury or fund will be deposited. The State Chair shall refer the request to the Executive Committee. The Executive Committee shall review the request and make its recommendation to the State Committee for decision. If approved by the State Committee, the State Chair shall issue written permission to the organization to use its proposed name or acronym; failure of an organization to obtain and produce such written permission upon request shall be considered to be a violation by it of G.L. c. 56, sec. 40, for the purpose of these by-laws.

- (b) The Executive Committee may (i) grant charters or permits for a specific term that expires after a stated period of time, and (ii) issue a temporary or conditional charter or permit pending State Committee review.
- (c) Permits: The State Committee may issue a permit upon receipt of written certification from an appropriate official of a National Republican organization that the State subsidiary of the organization has a valid national charter and continues to meet the standards of that national organization.

Section 2. Obligations of Chartered and Permitted Organizations.

- (a) Membership: Each chartered and permitted organization must notify the State Committee of its officers' names, addresses, telephone numbers and e-mails, and the names, addresses, telephone numbers and e-mails of its members. Such notification shall be amended within ten (10) days of any change of officers or membership.
- (b) Meetings: Advance notice of each organization meeting shall be sent:
 - (i) to the regular members in the Region in which the organization operates if a Regional organization;
or
 - (ii) the Chair of the respective city or town committee if a city or town organization;
or
 - (iii) in all other cases, to the State Chair.
- (c) By-Laws: The constitution and by-laws of every organization, or the practice and policy of the organization, shall provide that:
 - (i) the organization cannot take any position or take any action on legislation, unless either prior consent is received from the Executive Committee, or the organization clearly represents that the position or action does not necessarily constitute the position of the Republican State Committee or the Republican Party;
 - (ii) the organization shall not endorse anyone other than an enrolled Republican as a candidate for any partisan office; and
 - (iii) a majority vote of the organization, or at least three (3) officers, shall be required to disburse funds from the organization treasury.
- (d) Annual Report: Each organization shall submit an annual report, including a financial statement in a form approved by the Executive Committee, to the State Chair not later than thirty (30) days after its annual meeting.

Section 3. Revocation of Charters and Permits.

The failure of an organization to comply with applicable state or federal law, with any of the provisions of Section 2 above, or with any major provision of its own constitution or by-laws,

shall be just cause for the revocation of its charter or permit by majority vote of the Executive Committee. The failure of any organization to file the required notices and filings with the State Committee for two consecutive years shall automatically result in the loss of such charter without further action by the State Committee. Upon such revocation, the State Chair on behalf of the State Committee shall send written notice to the Chief Officer of the organization stating that the charter or permit has been revoked and that the Club is no longer entitled to use the word "Republican" or other synonymous term or acronym, and that failure to comply is a criminal offense. Such revocation shall be effective as of the date such notice is sent. An organization whose charter or permit has been revoked for any reason, may appeal the revocation to the State Committee. The State Committee may reinstate the charter by a majority vote of the Regular Members present and voting.

ARTICLE IX: CONVENTIONS

Section 1. State Conventions.

Procedure: The State Committee may hold conventions of the Massachusetts Republican Party with such frequency and for such purpose as the State Committee may determine. The State Committee shall elect the committees and personnel necessary for the conduct of the convention including but not limited to [the Rules, Credentials, and Site Selection Committees. The Rules, Credentials, and Site Selection Committees] shall consist of a Regular Member elected by and from each Region, together with such additional persons as the State Committee may elect. The Rules Committee shall propose (i) delegate selection, and other pre-convention procedures, and (ii) rules for the conduct of the convention, for approval by the State Committee. The State Committee shall have final approval of all matters relating to the conduct of the convention.

Section 2. National Convention.

Delegates to the National Convention shall be selected in compliance with the Massachusetts General Laws, with the rules and regulations of the Republican National Committee as may be amended from time to time, and with any procedures adopted by the State Committee in accordance therewith.

ARTICLE X: FISCAL YEAR

The fiscal year of the State Committee shall be the calendar year.

ARTICLE XI: BY-LAWS

Section 1. Effective Dates.

These by-laws shall become effective by majority vote of the State Committee at a meeting called for that purpose and shall remain in effect until the adoption of by-laws by the successor State Committee.

Section 2. Amendment.

Any of these by-laws may be amended by a two-thirds (2/3) vote of the State Committee, provided that the substance of the proposed amendment is included in the notice of the meeting. The member shall provide said amendment to the Secretary no less than (14) fourteen days prior to the State Committee meeting. No vote to suspend the rules, except in accordance with the foregoing sentence, shall have any effect on the requirements of these by-laws.

APPENDIX FORM I (REQUEST FOR A SPECIAL MEETING)

TO: The Secretary of the Republican State Committee

FROM: _____

DATE: _____

PURPOSE: _____

The undersigned (30 minimum) members of the State Committee wish to call a "Special Meeting." Members must be notified ten (10) days in advance of the meeting, after each signature has been verified by telephone. The meeting must be held within thirty (30) days of receipt of this form by the Secretary of the State Committee. [See Article V, Section 3(c) of the By-Laws of the MRSC].

Signature Telephone Number

- | | |
|-----|-----|
| 1. | 16. |
| 2. | 17. |
| 3. | 18. |
| 4. | 19. |
| 5. | 20. |
| 6. | 21. |
| 7. | 22. |
| 8. | 23. |
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| 11. | 26. |
| 12. | 27. |
| 13. | 28. |
| 14. | 29. |
| 15. | 30. |

APPENDIX II (PROCEDURES FOR ELECTION OF OFFICERS)

Procedures for Election of Officers

- 1) The parliamentarian and general counsel shall review these rules and the parliamentary authority regarding procedures for ballot elections of officers.
- 2) Name tags will be given to each Republican State Committee member as they arrive. Without a name tag, a member cannot vote.
- 3) The member can sit wherever she or he wants, and there will be no numbering or otherwise pre-marking of the ballot paper. It will be a secret ballot, and no one will be able to correlate the vote with the voter.
- 4) The Procedures for Election of Officers shall be provided to the state committee members at any meeting where officers are to be elected.
- 5) The Chairman shall appoint a head teller and an assistant teller prior to the meeting. The parliamentarian shall observe the handling and counting of the ballots. Tellers shall be chosen from state committee members.
- 6) There should be an anticipation of the fact that more than one vote may be required for any election. More than one series of ballots will be available for each election. Each series shall be of a different color.
- 7) A candidate may declare to the Chairman's office his or her intention to seek office 48 hours in advance of the meeting date and time of the election. This declaration ensures that the candidate will be on the printed ballot(s). The fact that a candidate is not on the ballot however shall not disallow a nomination from the floor.
- 8) Candidates shall be permitted to have a nominating speech of no more than 2 minutes, a seconding speech of no more than 1 minute, and an acceptance speech of no more than 10 minutes for any office except Chairman. In the case of the Chairman election, candidates will be given 15 minutes to speak. The order of the speeches shall be determined by lottery. All nominating and seconding speeches shall be made first, after which each nominated candidate will make their acceptance speech.
- 9) If only a single candidate is nominated, the state committee may elect them by acclamation and the balloting procedures in parts 9 through 18 may be skipped. Each member then will be called by the Secretary to cast a vote. The Secretary will call the roll of members present in any order he or she chooses.

10) At that time the member will come forward to receive his/her ballot. The ballot will contain the names of the declared candidates and blank line for write-in candidates. After each name and the blank will be a box for members to mark to indicate their choice. If a member wishes to abstain, the member should leave the ballot blank.

11) No other State Committee business shall be conducted while the election process is taking place.

12) The ballot box must be closed on all sides, and must be of clear, transparent material. The only opening at the time of voting shall be a slit at the top of the box.

13) No member will be allowed to enter or leave the meeting room while balloting is taking place.

14) After the balloting is completed, the ballot box will be shaken to mix up the ballots.

15) Each candidate shall choose an observer who will be permitted to monitor the tallying of ballots. Ballots shall be counted in the same room as the meeting.

16) Any challenged ballots by the observers shall be brought to the attention of the Chairman before the total tallies are released. The Chairman will immediately put the question of whether the members allow the ballot to be counted. After the ballots are tallied and any and all issues are addressed, the Head teller shall prepare a tellers report as described in its parliamentary authority and hand it to the chairman to be read. The chairman shall declare the results.

17) In the event that no candidate receives a majority, the candidate with the lowest number of votes shall be removed as a nominee.

18) A recount may be ordered by a majority vote of the members on a motion for a recount. If two or more ballots are needed to elect a chairman, a recount may not be ordered after the balloting has begun in a subsequent ballot. No recount may be ordered once the meeting is adjourned. All ballots shall be destroyed after the meeting is adjourned.

19) After the final results are announced, the 2nd place candidate will have no more than two minutes to offer a concession speech. The 1st place candidate will be offered an acceptance speech of not more than 4 minutes.

APPENDIX III (POLICY FOR ORGANIZING LOCAL COMMITTEES)

I. Town Committees

A. Failure to organize

1.1) If a town committee fails to organize in a timely manner pursuant to MGL c. 52, section 4, then the Regional Chair shall appoint a Regular Member whose district contains such town. The Regular Member shall give notice of a meeting at least 15 days from the date the notice is sent to all elected members of such town committee. The notice shall include the date, time, and location of said meeting as well as the presiding officer who shall preside until a chairman has been elected.

1.2) If upon notice given in 1.1), a majority of the elected members of such town committee fails to attend and organize, then the Regional Chairman shall follow policy 1.3 through 1.5 to appoint and organize the town committee.

B. Failure to elect

1.3) If a town committee fails to be elected, then the Regional Committee chairman shall appoint a Regular Member whose district contains such town committee. The Regular Member shall appoint at least three (3) members from a list of Republicans who were registered as Republicans with the town clerk no less than 60 days as of the date of the notice for a meeting to organize as specified in 1.5.

1.4) The Regular Member shall notify the appointed members by mail, telephone, or electronic mail at least 15 days prior to the date of notice for an organizational meeting.

1.5) The Regular Member shall send notice of an organizational meeting to such appointed members at least 15 days from the date of the meeting. The notice shall contain the date, time and place of organizational meeting, and shall identify a presiding officer who shall preside until a chairman has been elected.

II. Ward Committees with a City Committee

A. Failure to organize

2.1) If a ward committee fails to organize in a timely manner pursuant to MGL c. 52, section 4, then the chairman of the city committee with jurisdiction over the ward committee shall give notice of a meeting at least 15 days from the date the notice is sent to all elected members of such ward committee. The notice shall include the date, time, and location of said meeting as well as the presiding officer who shall preside until a chairman has been elected.

2.2) If upon notice given in 2.1), a majority of the elected members of such ward committee fails to attend and organize, then the chairman of the city committee shall follow policy 2.3 through 2.5 to appoint and organize the ward committee.

B. Failure to elect

2.3) If a ward committee fails to be elected, then the city committee chairman shall nominate at least three (3) members from a list of Republicans who were registered as Republicans with the city clerk no less than 60 as of the date of the notice for a meeting to organize as specified in 2.5, and the city committee shall approve the nominated members.

2.4) City committee chairman shall notify the appointed members by mail, telephone, or electronic mail at least 15 days prior to the date of notice for an organizational meeting.

2.5) The city committee chairman shall send notice of an organizational meeting to such appointed members at least 15 days from the date of the meeting. The notice shall contain the date, time and place of organizational meeting, and shall identify a presiding officer who shall preside until a chairman has been elected.

III. Ward Committees without a City Committee

A. Failure to organize

3.1) If a ward committee fails to organize in a timely manner pursuant to MGL c. 52, section 4, but there is no city committee with jurisdiction over the ward committee then the Regional Chair shall appoint a Regular Member whose district contains the ward. The Regular Member shall give notice of a meeting at least 15 days from the date the notice is sent to all elected members of such ward committee. The notice shall include the date, time, and location of said meeting as well as the presiding officer who shall serve until a chairman has been elected.

3.2) If upon notice given in 3.1, a majority of the elected members of such ward committee fails to attend and organize, then the Regional Chairman shall follow policy 3.3 through 3.5 to appoint and organize the ward committee.

B. Failure to elect

3.3) If a ward committee fails to be elected, then the regional committee chairman shall appoint a Regular Member whose district contains such ward committee. The Regular Member shall appoint at least three (3) members from a list of Republicans who were registered as Republicans with the city clerk no less than 60 as of the date of the notice for a meeting to organize as specified in 3.5.

3.4) The Regular Member shall notify the appointed members by mail, telephone, or electronic mail at least 15 days prior to the date of notice for an organizational meeting.

3.5) The Regular Member shall send notice of an organizational meeting to such appointed members at least 15 days from the date of the meeting. The notice shall contain the date, time and place of organizational meeting, and shall identify a presiding officer who shall preside until a chairman has been elected.

IV. City Committee

4.1) If a city committee fails to organize in a timely manner pursuant to MGL c. 52, section 4, then the Regional Chairman shall appoint a Regular Member whose district contains such city and the Regular Member shall give notice of a meeting at least 15 days from the date the notice is sent to all elected members of such city committee. The notice shall include the date, time, and location of said meeting as well as the presiding officer who shall serve until a chairman has been elected.

V. State Committee Chairman

Nothing in this policy shall prevent the State Committee Chairman from exercising his or her authority provided for in the Bylaws of the State Committee or from exercising the authorities of regional or city committee chairman if such regional or city chairmen fail to perform this policy.